

MINUTES OF THE
ANNUAL GENERAL MEETING
OF THE CO-OPERATIVE FEDERATION
OF AUSTRALIA (INC)
AT THE
SYDNEY HILTON, 259 PITT STREET, SYDNEY
ON 23 OCTOBER 1996

The Chairman welcomed the members present and declared the meeting open.

PRESENT

Frank O'Connor	WA	Chairman
Tony Gill	Vic	
David Osgood	SA	
Jim Howard	Qld	
Lui Raiteri	Qld	
John Carstairs	WA	(Observer)
John Booth	WA	(Observer)
Don Kinnersley	NSW	
Jordan Rigby	NSW	

APOLOGIES

Nil

CHAIRMAN'S REPORT

The Chairman read his Report to the meeting, a copy of which is attached to these minutes.
Moved Western Australia, seconded New South Wales that the Chairman's Report be accepted -
Carried.

FINANCIAL STATEMENTS

The Financial Statements, together with the Auditor's Report and Statement by Directors was
tabled.

Moved New South Wales, seconded South Australia that the Financial Statements as tabled be
adopted - Carried.

CHANGE OF NAME

The proposed change of name of the association be the Co-operative Council of Australia (Inc) was discussed and it was then moved as a Special Resolution by Western Australia, seconded South Australia

"That the name of the association be changed to the Co-operative Council of Australia (Inc)" - Carried.

CONSTITUTION

The proposed new Constitution, was tabled and discussed. Moved as a Special Resolution by New South Wales, seconded Queensland

"That the amended Constitution as tabled be adopted and that a copy be attached to the Minutes of this Meeting" - Carried.

CLOSURE

The meeting was declared closed at 5.20pm.

Confirmed as a correct record

Chairman

CHAIRMAN'S REPORT

It is with pleasure that I present my report on behalf of your Board.

In doing so, let me trace back the history of our Association.

The Co-operative Federation of Australia was a functioning organisation which, for reasons which have been previously explained, got into trouble in 1988 when the various states fell out and there seemed to be no chance of reconciliation.

The Co-operative Federation of Western Australia maintained a watching brief over its registration, investment of funds and tax returns, hoping that one day a window of opportunity would present itself and the various states would come together. This occurred in May 1993 at a Conference in Sydney. Steering committees were elected and met in the various states of Australia.

At a meeting in 1995, held in conjunction with the Co-operative Federation of Western Australia's Conference, a Working Party worked through a set of articles and finally agreed to our Constitution. This was subsequently circulated to the states who have indicated they were happy with this Constitution which includes a name change, objects

and modification of the Constitution which you will be shortly asked to vote upon as Special Resolutions.

I have been reporting to Mr Don Munro at the Co-operative Federation of Western Australia on our progress. Mr Munro had been acting as caretaker and Executive Officer for the Co-operative Federation of Australia as he had attended the last council meeting in Victoria.

I have now taken possession of the books and bank account which, as you can see from the Statement of Accounts, gets the new Association off to a good start however just because we have found some money I do not believe we should change our intended strategy "that anything which was required to be done on a national basis should be agreed to and funded by the states".

On your behalf I would like to conclude by thanking the Co-operative Federation of Western Australia for playing this caretaker role and now see fit to hand over the books to this, our new Co-operative Council of Australia.



FRANK O'CONNOR
CHAIRMAN

CONSTITUTION AND RULES

OF

THE CO-OPERATIVE COUNCIL OF AUSTRALIA

1. The name of the association is "The Co-operative Council of Australia (Inc)" (hereinafter referred to as "the Council").

OBJECTS

2. The objects of the Council shall be:-
 - (a) To provide a Association for State Co-operatives Federation.
 - (b) To raise the profile of co-operative throughout Australia.
 - (c) To promote the development of co-operative enterprise in all forms in Australia by giving counsel and providing regular opportunities for mutual discussion of co-operative ambitions and problems.
 - (d) To advance the claims of co-operative enterprise for adequate, and where necessary, protective Legislation and to foster among Government and Commercial administrative authorities an intelligent understanding of co-operative aims and principles.
 - (e) To foster unity within the co-operative movement within Australia.
 - (f) To compile reliable statistics of co-operative activity in Australia regarding membership, business turnover, resources, co-operative distribution, and any other details indicating the extension of co-operation.
 - (g) To maintain liaison with international co-operative organisations and to exchange information of mutual advantage in aiding the extension of co-operation.
 - (h) To foster an understanding of the international co-operative movement and for this purpose to represent the Australian co-operative movement in the International Co-operative Alliance and to lend the Councils support to any other international body whose aims are consistent with co-operative philosophy and practice.
 - (i) To support efforts made by State Co-operative Federation on behalf of their to participate in the benefit of any measures adopted by the State and Commonwealth Governments.
 - (j) To encourage the formation and foster the development of a State Federation in each State and for the purpose of promoting friendly relations between existing co-operatives, encouraging the formation of new units on sound lines and co-operative principles, giving aid to the co-operative movement with advice and information, and generally to act as a centre of unity to register co-operative strength and progress.

- (k) To borrow any monies required for the purpose of the Council upon such terms and securities as may be determined by the board.
 - (l) And to do all other things which in the opinion of the Board are considered to be incidental or conducive to the expansion and consolidation of the co-operative movement at home and abroad or to the interests of the Council and its members or to the attainment of the above objects or any of them.
3. The income and property of the Council shall be vested in the Council and shall be applied solely for the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of pecuniary profit to the members. PROVIDED THAT remuneration may be paid in good faith to officers and servants to the Council or other persons or members of the Council in return for services actually rendered to the Council.

MEMBERSHIP

4. The membership of the Council shall be on a voluntary basis and the members of the Council shall consist of:-

State Co-operative Federations where formed in Australia.

REGISTER OF MEMBERS

5. The Chairman shall keep a register of members in which shall appear the name and address of each member.

THE BOARD OF DIRECTORS

6. The continuing administration of the Council shall be vested in the Board which shall consist of one Councillor nominated by each Member.
7. Prior to all Board Meetings, the Secretary shall have been advised by the member, in advance of each meeting, the name of its delegate. The name of its director or an alternative
- (a) The Board shall elect from its directors a President, who shall respectively be entitled to hold office for a period of two years provided that person continues as director nominated by a member.
 - (b) Should a vacancy arise in the Office of the Chairman by effluxion of period of two years from date of appointment or by reason of replacement by a Member as a Councillor then a fresh election for that office shall be held.
3. The Board Meetings of the Council shall be held from time to time as determined by Council but shall be at intervals of not less than twice a year. The business of such meetings shall be in conformity with the objects and the current needs and problems of the co-operative movement. Where possible, at least one month before each Board Meeting, the Secretary shall write to all members requesting appropriate items for inclusion in the Agenda.

9. A quorum at a Board Meeting shall consist of the three Directors. If no quorum be present within half an hour after the time specified by the Secretary's notice calling the meeting then those present (providing they be representative of more than one State) shall discuss the matters before the meeting and the Secretary shall subsequently circulate their findings or recommendations to be confirmed by a majority of Members in reply in writing to the Secretary. These discussions will then have the same power as if they had been passed at a properly constituted Board Meeting. Such decisions will be recorded by the Secretary for Board confirmation at the next meeting.
10. Where the Chairman considers expedient, a poll of Councillors' opinions on specific items may be carried out by mail or telephone. The result of such polls shall have the same application as if they had been made at a Council Meeting. Such opinions shall be minuted and shall be submitted for confirmation to the next meeting of the Council.

SECRETARIAT

11. To help to effectively carry out its objects and operation the Board may establish a Secretariat.

FINANCIAL YEAR

12. The financial year of the Council shall commence on the first day of July each year.

NON-PROFIT BODY

13. The Council shall not be carried on for any purpose of profit or gain to any of its members and shall be prohibited from making any distribution whether in property, money or otherwise, to any of its members of legitimate and necessary out-of-pocket expenses incurred by that member in the conduct of the business of the Council and approved by the board.

AUDITOR

14. The Board shall from time to time appoint an auditor and fix the remuneration thereof.
15. The Chairman shall immediately at the close of each year, promptly deliver the books of accounts to the Council's auditor and shall circulate a copy of the audited accounts to all Directors/Members within a fortnights of the completion of such audit.

BANK ACCOUNT

16. The monies of the Council shall be kept at a Bank determined from time to time by the Board. All withdrawals from this account shall be by cheque, the signatories for which shall be specified by the Board from time to time.
17. The Board shall have the authority to invest the surplus funds of the Council and the receipts for such investments shall be lodged with the Council's Bank for safe keeping.

MEMBERSHIP FEES AND CONTRIBUTIONS

18. Annual Membership Fees and other contributions for the maintenance of the Council shall be as prescribed from time to time by the elected Board of the Council.

26. The board may meet together either in person or by telephone, telex, radio, conference television or any other form of audio or audio-visual instantaneous communication for the despatch of business and adjourn and otherwise regulate its meetings as it thinks fit. A resolution passed by such a meeting shall, notwithstanding that the board is not present together at one place at the time of the meeting, be deemed to have been passed at a meeting of the board held on the day and at the time at which the meeting was held. The provisions of these rules relating to proceedings of the board shall apply, in so far as they are capable of application, to such meetings.

DISSOLUTION

27. The dissolution of the Council may be determined by a majority of members present at a meeting called for that purpose. In the event of dissolution of the debts of the Council shall first be paid and all other engagements fulfilled. The balance of the Council's funds, after all liabilities have been discharged, shall then be distributed as determined by the members at the time of dissolution was decided upon by any one or more of the organisations listed below:-

- (a) A successor non-profit body to this Council.
- (b) Any Australian educational establishment that caters for co-operatives.
- (c) An activity that promotes co-operative principles.

In no case shall any member receive a return of membership fees or share in the distribution of such funds.